

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SHAW FAMILY ARCHIVES, LTD., EDITH MARCUS,
and META STEVENS,

Plaintiffs, : Index No. 05 CV 3939(CM)

against-

CMG WORLDWIDE, INC., an Indiana Corporation
and MARILYN MONROE, LLC, a Delaware
Limited Liability Company.

Defendants.

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DECLARATION OF MICHELLE MINIERI

1. My name is Michelle Minieri. I have personal knowledge of the matters stated in this declaration.

2. I am the president of Bradford Licensing Associates ("Bradford"). Bradford has been the licensing agent for Shaw Family Archives, Ltd. (the "Shaw Family") since 2005. I have always been the person at Bradford responsible for managing the licensing of Shaw Family images, including images of Marilyn Monroe. Bradford speaks directly with the Shaw Family's licensees and potential licensees on its behalf.

3. I have reviewed the Shaw Family images of Marilyn Monroe contained in the book Marilyn Monroe, The Life, The Myth (the "Rizzoli Works"). Bradford has never licensed any of the Rizzoli Works on behalf of the Shaw Family or anyone else.

nor have we ever asserted to Defendants' or their licensees that they are not free to use the images in Rizzoli Works in the manner they see fit.

4. I have also reviewed the Shaw Family images of Marilyn Monroe contained in the book Marilyn Monroe as The Girl (the "Ballantine Book"). Bradford has never asserted to Defendants' or their licensees that they are not free to use the images in Ballantine Book in the manner they see fit.

5. The allegations in the Third Amended Complaint to the contrary are absolutely false.

I hereby declare under penalty of perjury that the following is true and correct.

Dated: Montclair, New Jersey
January 6, 2008


MICHELLE MINIERI